

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



04031712

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D.
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076
Expires: November 30, 2001
Estimated average burden
hours per form 16.00

SEC USE ONLY

Prefix Serial

DATE RECEIVED

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

Series D Preferred Stock and Common Stock Warrant Financing

Filing Under (Check box(es) that apply):

☐ Rule 504☐ Rule 505☒ Rule 506☐ Section 4(6)☒ ULOEType of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

Tropos Networks, Inc. (formerly FHP Wireless, Inc.)

Address of Executive Offices (Number and Street, City, State, Zip Code)

1710 South Amphlett Blvd., Suite 304, San Mateo, CA 94402

Telephone Number (Including Area Code)

650-286-4250

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

Develop & market technologies that enable wireless communications

Type of Business Organization

☒ corporation☐ limited partnership, already formed☐ other (please specify):☐ business trust☐ limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization:

Month
09Year
2000☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

DE

PROCESSED

JUN 01 2004

THOMSON
FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Christian Dubiel

Business or Residence Address (Number and Street, City, State, Zip Code)

3348 Woodside Road, Woodside, CA 94062

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Jonathan Goldenstein

Business or Residence Address (Number and Street, City, State, Zip Code)

125 Lyon Street #5, San Francisco, CA 94117

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Devabhaktuni Srikrishna

Business or Residence Address (Number and Street, City, State, Zip Code)

63 Bover Road #418, San Mateo, CA 94402

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

A.N. Chari

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Tropos Networks Inc
1710 S. Amphlett Blvd, Suite 304
San Mateo, CA 94402

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Integral Capital Partners VI, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)

3000 Sand Hill Road, Building 3, Suite 240, Menlo Park, CA 94025

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Christopher Rittler

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Tropos Networks, Inc., 1710 South Amphlett Blvd., Suite 304, San Mateo, CA 94402

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Michael Taylor

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Tropos Networks, Inc., 1710 South Amphlett Blvd., Suite 304, San Mateo, CA 94402

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Steve Lowe

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Tropos Networks, Inc., 1710 South Amphlett Blvd., Suite 304, San Mateo, CA 94402

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Bert Williams

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Tropos Networks Inc, 1710 S. Amphlett Blvd, Suite 304, San Mateo, CA 94402

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Benchmark Capital Partners IV

Business or Residence Address (Number and Street, City, State, Zip Code)

2480 Sand Hill Road, Menlo Park, CA 94025

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

William Gurley

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Benchmark Capital Partners, 2480 Sand Hill Road, Menlo Park, CA 94025

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

David Hanna

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Hanna Capital Management
620 Newport Center Drive, Suite 25, Newport Beach, CA 92660

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

***Voyager Capital Entities**

Business or Residence Address (Number and Street, City, State, Zip Code)

719 Second Avenue, Suite 1400, Seattle, WA 98104

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Curtis Feeny

Business or Residence Address (Number and Street, City, State, Zip Code)

*c/o Voyager Capital, 719 Second Avenue, Suite 1400, Seattle, WA 98104

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

*Voyager Capital Entities include: Voyager Capital Fund II-A, L.P., Voyager Capital Fund II, L.P., and Voyager Capital Founders Fund II, L.P.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

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- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

***WK Technology Entities**

Business or Residence Address (Number and Street, City, State, Zip Code)

6F, No. 15, Section 2, Ti-Ding Ave., Taipei, Taiwan

*WK Technologies Entities include: WK Technology Fund, WK Technology Fund IV, WK Technology Fund V, WK Technology Fund VI, WK Technology Fund VII, WK Technology Fund VIII, WK Global Investment Limited, WK Global Investment II Limited, WK Global Investment III Limited

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Reed Hundt

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Charles Ross Partners, LLC, 1909 K Street, NW, Suite 820, Washington, DC 20006

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Ron Sege

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Tropos Networks, Inc., 1710 South Amphlett Blvd., Suite 304, San Mateo, CA 94402

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ 0	\$ 0
Equity.....	\$15,049,940	\$15,000,000.42
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other (Specify _____).....	\$ 0	\$ 0
Total.....	\$15,049,940	\$15,000,000.42

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	37	\$15,000,000.42
Non-accredited Investors.....	0	0
Total (for filings under Rule 504 only).....		\$15,000,000.42

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....		\$
Regulation A.....		\$
Rule 504.....		\$
Total.....		\$

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	<input type="checkbox"/>	\$
Printing and Engraving Costs.....	<input type="checkbox"/>	\$
Legal Fees.....	<input checked="" type="checkbox"/>	\$ 65,000
Accounting Fees.....	<input type="checkbox"/>	\$
Engineering Fees.....	<input type="checkbox"/>	\$
Sales and Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$
Other Expenses (identify).....	<input type="checkbox"/>	\$
Total.....	<input checked="" type="checkbox"/>	\$ 65,000

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."


\$14,935,000.42

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> <u>\$14,935,000.42</u>
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals.....	<input type="checkbox"/> \$ <u>0</u>	<input checked="" type="checkbox"/> <u>\$14,935,000.42</u>
Total Payments Listed (column totals added).....		<input checked="" type="checkbox"/> <u>\$14,935,000.42</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Tropos Networks, Inc.		
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Michael Taylor	Chief Financial Officer	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

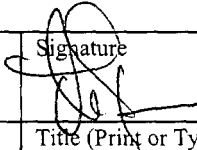
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? Yes No
☐ ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
Tropos Networks, Inc.		
Name (Print or Type)	Title (Print or Type)	
Michael Taylor	Chief Financial Officer	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification Under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		X	Series D Preferred Stock and Common Stock Warrants	18	\$11,330,008.14				X
CO									
CT									
DE									
DC		X	Series D Preferred Stock and Common Stock Warrants	1	99,999.68				
FL									
GA									
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		X	Series D Preferred Stock and Common Stock Warrants	5	\$886,303.22				X
MI									
MN									
MS									
MO									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX		X	Series D Preferred Stock and Common Stock Warrants	1	\$1,564.56				
UT									
VT									
VA									
WA		X	Series D Preferred Stock and Common Stock Warrants	3	\$1,788,084.85				X
WV									
WI									
WY									
PR									

UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

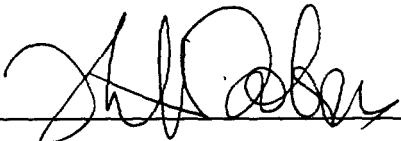
That the undersigned, Tropos Networks, Inc.,
(a corporation organized under the laws of the State of Delaware)
(a partnership) (an individual) (other _____) for the purpose
of complying with the laws of the state of Texas relating to either the registration
or sale of securities, hereby irrevocably appoints Securities Commissioner,
and the successors in such office, its attorney in the state of Texas upon
whom may be served any notice, process or pleading in any action or proceeding against it arising out of
or in connection with the sale of securities or out of violation of the aforesaid laws of said State; and the
undersigned does hereby consent that any such action or proceeding against it may be commenced in
any court of competent jurisdiction and proper venue within said State by service of process upon said
officer with the same effect as if the undersigned was organized or created under the laws of said State
and had lawfully been served with process in said State.

It is requested that a copy of any notice, process or pleading served hereunder or mailed to:

Tropos Networks, Inc.
1710 South Amphlett Blvd.
Suite 304
San Mateo, CA 94402
Attn: Michael Taylor

(Name and Address)

Dated: May, 2004



By: Thomas H. Tobiason

Title: Assistant Secretary

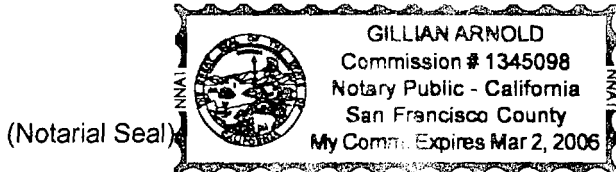
(Seal)

CORPORATE ACKNOWLEDGMENT

STATE OF CALIFORNIA
 COUNTY OF SAN MATEO SS.

On this 26TH day of MAY, 2004 before me Gillian Arnold the undersigned officer, personally appeared THOMAS H. TOBIASSEN and _____, known personally to me to be the _____ President TROPOS NETWORKS INC. 17557 Secretary, respectively, of the above named corporation, and that they, as such officers, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as such officers.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.



Gillian Arnold
 Notary Public
 My Commission expires: 3/2/2006

INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT

STATE OF _____
 COUNTY OF _____ SS.

On this _____ day of _____, 20____ before me _____ the undersigned officer, personally appeared _____ to me personally known and known to me to be the same person (s) whose name (s) is (are) signed to the foregoing instrument, and acknowledged the execution thereof for the uses and purposes therein set forth.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

(Notarial Seal)

 Notary Public
 My Commission expires: _____